

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
)	Bankruptcy No. 19-35576
RQW Real Estate Holdings LLC, et al.)	Jointly Administered
)	Honorable Deborah K. Thorne
Debtors.)	
RQW Real Estate Holdings LLC.,)	Adv. 21-00061
RQW Automotive Services LLC., and Eric)	
Quick,)	
)	
vs.)	
)	
Wilkie Holdings, Inc.)	

STIPULATION AND AGREED ORDER DISMISSING COMPLAINT

RQW Real Estate Holdings LLC, RQW Automotive Services LLC, and Eric Quick (collectively, the “Plaintiffs”) and Wilkie Holdings, Inc. (the “Defendant”), stipulate as follows:

WHEREAS

1. On December 18, 2019, RQW Real Estate Holdings LLC and RQW Automotive Services LLC (the “Debtors”) filed their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code (“Petition Date”), thereby giving rise to the captioned cases. On August 13, 2020, the Court entered an order (the “Confirmation Order”) confirming the Debtors’ Second Amended Plan of Reorganization, filed June 3, 2020 (ECF No. 66) (the “Plan”).

2. The Plan put the equity interests of Wilkie Holdings in the Auto Debtor in Class 8 and the equity interests of Wilkie Holdings in the Real Estate Debtor in Class 7.

3. Classes 7 and 8 of the Plan set forth the treatment of equity interests of Wilkie Holdings.

4. Class 8 provided that the “Class 8 Interests of Wilkie Holdings will be cancelled, and Wilkie Holdings will no longer hold an Interest in Auto Debtor.”

5. Class 7 provided that the “Class 7 Interests of Wilkie Holdings will be cancelled, and Wilkie Holdings will no longer hold an Interest in Real Estate Debtor.”

6. The Plan put the equity interests of Eric Quick in the Real Estate Debtor in Class 5 and the Interests of Eric Quick in the Automotive Debtor in Class 6.

7. Classes 5 and 6 of the Plan set forth the treatment of equity interests of Eric Quick.

8. Class 5 and Class 6 provided that “on the Confirmation Date [Eric Quick] will be the 100% owner of each of the Reorganized Debtors, without the need for any further action or order[.]”

9. The Plan further provided for a release in favor of Eric and Adriana Quick related to claims asserted in the DuPage Suit, providing that:

Third Party Releases. As of the Effective Date and in consideration of the Exit Financing, Eric and Adriana Quick shall be released and discharged by Richard Wilkie, Wilkie Holdings, LLC and Mary Wilkie, from any and all claims, liabilities, debts, suits and demands related to the Debtors in any way, including, but not limited to, the claims asserted against Eric Quick by Richard Wilkie and Wilkie Holdings, LLC, in the DuPage County suit and the claims against Eric Quick and Adriana Quick in the suit filed by First Midwest Bank in Cook County, except for the Bank, where the releases and discharges will be effective as of the Exit Financing Closing Date. The release does not apply to actual fraud, willful misconduct or gross negligence. Plan at § 8.3

10. On August 13, 2020, the Court entered an Order confirming the Plan, ECF 81 (the “Confirmation Order”). The Confirmation Order was not appealed.

11. On August 13, 2020, the Court entered an Order resulting in Eric Quick being the sole and 100% owner of RQW Holdings and RQW Automotive and Wilkie Holdings not having any ownership interest in RQW Holdings or RQW Automotive.

12. Eric Quick and Wilkie Holdings are parties to a lawsuit in the Circuit Court of the Eighteenth Judicial Circuit, Dupage County, Illinois (Case No. 2018 CH 791) (the “State Court Suit”). In the State Court Suit, Wilkie Holdings, in its Counterclaim, asserted a claim for “Rescission due to Fraud in the Inducement” whereby Wilkie Holdings asked the State Court to rescind the first amendment to the operating agreements for each debtor and such other relief as the court finds equitable.

13. Eric Quick filed a motion to dismiss the State Court Suit under 735 ILCS Section 2-619 of the Illinois Code of Civil Procedure. In the motion to dismiss, Eric Quick asserted that the Confirmation Order compels the dismissal of the State Court Suit.

14. Wilkie Holdings has opposed the motion to dismiss on the grounds that the Confirmation Order and the Plan do not bar it from pursuing claims against Eric Quick that are grounded in actual fraud, willful misconduct or gross negligence.

15. In view of the confirmation of the Plan, the language of the Plan, and entry of the Confirmation Order, Wilkie Holdings, Inc. and Eric Quick acknowledge and stipulate that (a) Eric Quick owns 100% of RQW Real Estate Holdings LLC and RQW Automotive Services LLC, (b) Wilkie Holdings, Inc., cannot assert or pursue and will not assert or pursue, claims against Eric Quick, RQW Real Estate Holdings LLC or RQW Automotive Services LLC, which seek relief that would result in Eric Quick owning less than 100% of RQW Real Estate Holdings LLC and RQW Automotive Services LLC, and (c) the Confirmation Order does not bar Wilkie

Holdings, Inc. from asserting or pursuing claims against Eric Quick that seek monetary damages that arise out of fraud, willful misconduct or gross negligence.

16. Based upon the foregoing Stipulations as set forth in paragraph 15, Wilkie Holdings, Inc. and Eric Quick agree to the dismissal of this case without prejudice with each party to bear its own costs.

BASED UPON THE STIPULATION OF THE PARTIES, THE COURT
ORDERS AS FOLLOWS:

17. The Plan and the Confirmation Order bar Wilkie Holdings from taking any actions in the State Court Suit or in any proceeding that are intended to challenge Eric Quick's sole and exclusive ownership of RQW Real Estate Holdings and RQW Automotive Services or that would result in Eric Quick owning less than 100% of RQW Real Estate Holdings and RQW Automotive Services.

18. This action is dismissed without prejudice and with each party to bear its own costs.

SO ORDERED: _____

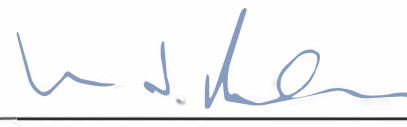

United States Bankruptcy Judge

AGREED: July 22, 2021

Wilkie Holdings, Inc.

By: 
One of Its Attorneys

Eric Quick, RQW Automotive Services,
LLC and RQW Real Estate Holdings
LLC

By: 
One of Its Attorneys